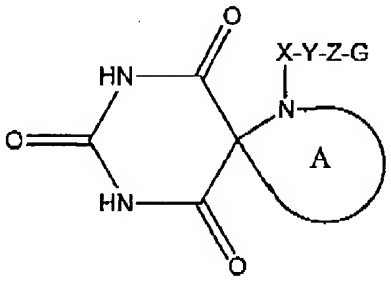
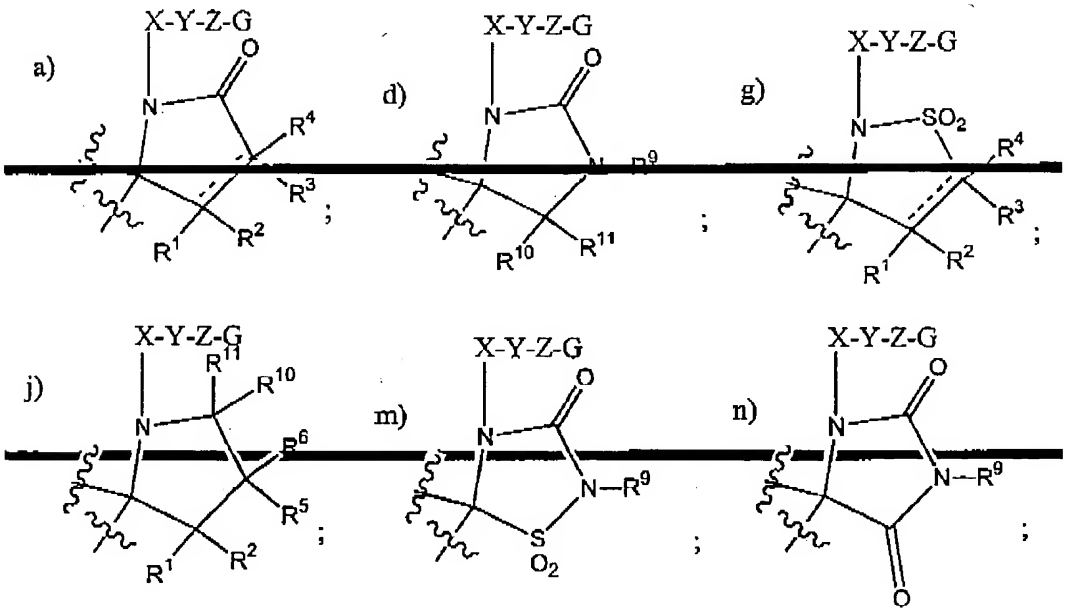
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

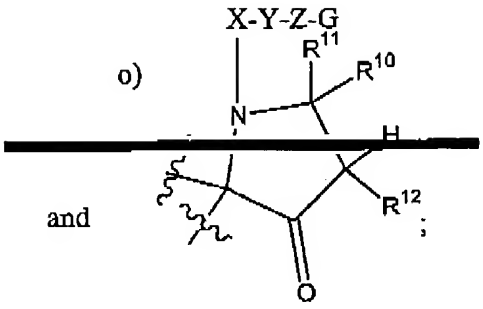
Claim 1 (currently amended): A compound of the formula:



wherein said "A" is a 5 membered heterocyclic ring selected from the group consisting of:



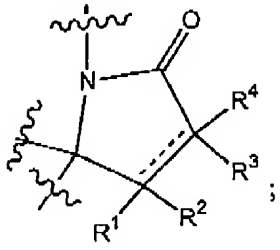
o)



and

;

a)



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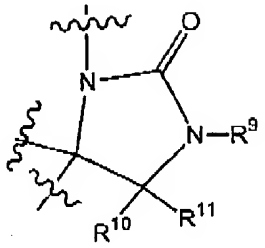
d)



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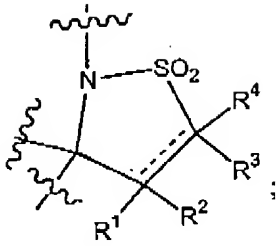
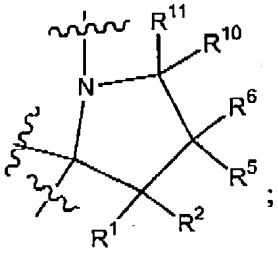
g)



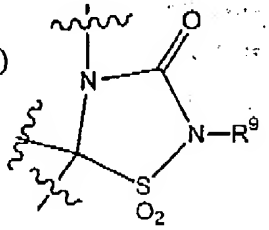
;

j)



;

m)



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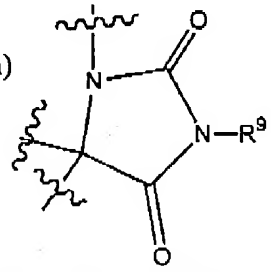
n)



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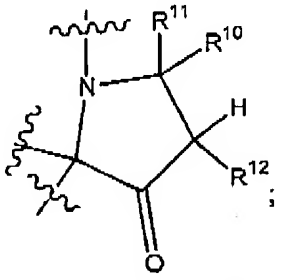
o)



and

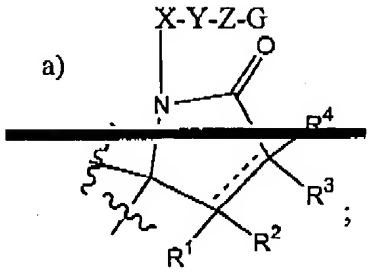
;

wherein each of R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12} and R^{13} is independently selected from the group consisting of hydrogen, (C_1-C_4)alkyl, (C_1-C_4)alkenyl, (C_1-C_4)alkynyl, (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl and (C_1-C_{10})heterocyclyl; wherein each of said (C_1-C_4)alkyl, (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl and (C_1-C_{10})heterocyclyl may be optionally substituted on any of the ring carbon atoms capable of forming an additional

bond with 1-3 substituents per ring independently selected from halo, (C_1-C_4)alkyl, (C_1-C_4)alkoxy, -CN, -OH and $-NH_2$; X is (C_6-C_{10})aryl or (C_1-C_{10})heteroaryl; Y is selected from the group consisting of a bond, oxygen, sulfur, >C=O, $>SO_2$, >S=O, $-CH_2-$, $-CH_2O-$, $-O(CH_2)_n-$, $-CH_2S-$, $-S(CH_2)_n-$, $-CH_2SO-$, $-CH_2SO_2-$, $-SO(CH_2)_n-$, $-SO_2(CH_2)_n-$, $-NR^{14}$, $-NR^{14}(CH_2)_n-$, $-CH_2[N(R^{14})]-$, $-CH_2(CH_2)_n-$, -CH=CH-, -C≡C-, $-[N(R^{14})]-SO_2-$ and $-SO_2[N(R^{14})]-$; n is an integer from one to four; R^{14} is hydrogen or (C_1-C_4)alkyl; Z is selected from the group consisting of (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl, and (C_1-C_{10})heterocyclyl; wherein one or two carbon-carbon single bonds of said (C_3-C_8)cycloalkyl or (C_1-C_{10})heterocyclyl may optionally be replaced by carbon-carbon double bonds; wherein each of said X or Z may be independently optionally substituted on any of the ring carbon atoms capable of forming an additional bond by one or two substituents per ring independently selected from F, Cl, Br, CN, OH, (C_1-C_4)alkyl, (C_1-C_4)perfluoroalkyl, (C_1-C_4)perfluoroalkoxy, (C_1-C_4)alkoxy and (C_3-C_8)cycloalkyloxy; G is $R^{15}-(CR^{16}R^{17})_p-$; wherein G is a substituent on any ring carbon atom of Z capable of forming an additional bond and is oriented at a position other than alpha to the point of attachment of the Z ring to Y; p is an integer from 0 to 4; R^{15} is independently selected from the group consisting of ~~(C_1-C_{10})heteroaryl~~, halo, -CN, $-NO_2$, OH, (C_1-C_4)alkenyl, (C_1-C_4)alkynyl, (C_1-C_4)perfluoroalkyl, perfluoro(C_1-C_4)alkoxy, ~~R^{18}~~, R^{18}-O-, R^{18}-(C_1-C_4)alkyl-O-, R^{18}-(C=O)-, R^{18}-(C=O)-O-, R^{18}-O-(C=O)-R^{18}-S-, R^{22}-(S=O)-, R^{18}-(SO_2)-, R^{22}-(SO_2)-(NR^{21})-, R^{19}-(C=O)-(NR^{21})-, R^{22}-O-(C=O)-(NR^{21})-, ($R^{19}R^{20}$)N-, ($R^{19}R^{20}$)N-(SO_2)-, ($R^{19}R^{20}$)N-(C=O)-; ($R^{19}R^{20}$)N-(C=O)-(NR^{21})- and ($R^{19}R^{20}$)N-(C=O)-O-; each of R^{16} and R^{17} are independently selected from hydrogen and (C_1-C_4)alkyl; or R^{16} and R^{17} may optionally be taken together with the carbon to which they are attached to form a 5 to 10-membered carbocyclic ring; R^{18}, R^{19}, R^{20} and R^{21} are independently selected from the group consisting of hydrogen, (C_1-C_4)alkyl, (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl, and (C_1-C_{10})heterocyclyl; wherein said (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl, and (C_1-C_{10})heterocyclyl moieties may be optionally substituted on any of the ring carbon atoms capable of forming an additional bond by one to three substituents per ring independently selected from the group consisting of F, Cl, Br, CN, OH, (C_1-C_4)alkyl, (C_1-C_4)perfluoroalkyl, (C_1-C_4)perfluoroalkoxy, (C_1-C_4)alkoxy, amino, (C_1-C_4)alkyl-NH-, [(C_1-C_4)alkyl]$_2$-N- and (C_3-C_8)cycloalkyloxy; wherein said (C_3-C_8)cycloalkyl and (C_1-C_{10})heterocyclyl moieties

may also optionally be substituted by oxo; wherein said (C_1-C_{10})heterocyclyl moiety may optionally be substituted on any ring nitrogen atom able to support an additional substituent by one or two substituents per ring independently selected from the group consisting of (C_1-C_4)alkyl and (C_1-C_4)alkyl-(C=O)-; or R^{19} and R^{20} may optionally be taken together with the nitrogen to which they are attached to form a 3 to 8-membered heterocyclic ring; or R^{19} and R^{21} may optionally be taken together with the nitrogen, the carbon or the oxygen to which they are attached to form a 3 to 8-membered heterocyclic ring; R^{22} is selected from the group consisting of (C_1-C_4)alkyl, (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl, and (C_1-C_{10})heterocyclyl; wherein said (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl, and (C_1-C_{10})heterocyclyl moieties may be optionally substituted on any of the ring carbon atoms capable of forming an additional bond by one to three substituents per ring independently selected from the group consisting of F, Cl, Br, CN, OH, (C_1-C_4)alkyl, (C_1-C_4)perfluoroalkyl, (C_1-C_4)perfluoroalkoxy, (C_1-C_4)alkoxy, amino, (C_1-C_4)alkyl-NH-, [(C_1-C_4)alkyl]$_2$-N- and (C_3-C_8)cycloalkyloxy; wherein said (C_3-C_8)cycloalkyl and (C_1-C_{10})heterocyclyl moieties may also optionally be substituted by oxo; wherein said (C_1-C_{10})heterocyclyl moiety may optionally be substituted on any ring nitrogen atom able to support an additional substituent by one or two substituents per ring independently selected from the group consisting of (C_1-C_4)alkyl and (C_1-C_4)alkyl-(C=O)-; or R^{21} and R^{22} may optionally be taken together with the nitrogen, the oxygen or the sulfur to which they are attached to form a 3 to 8-membered ~~heterocyclic~~ heterocyclic ring; or a pharmaceutically acceptable salt thereof.

Claim 2 (currently amended): The compound according to claim 1 wherein said "A" is



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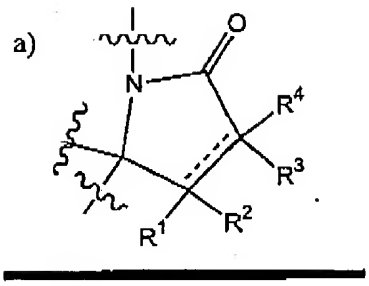
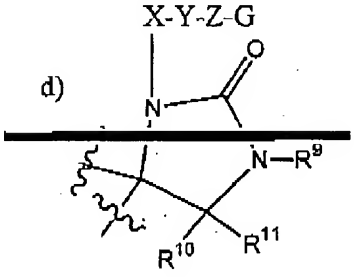
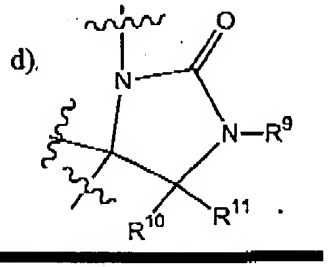
a) 

Claims 3-4 (cancelled)

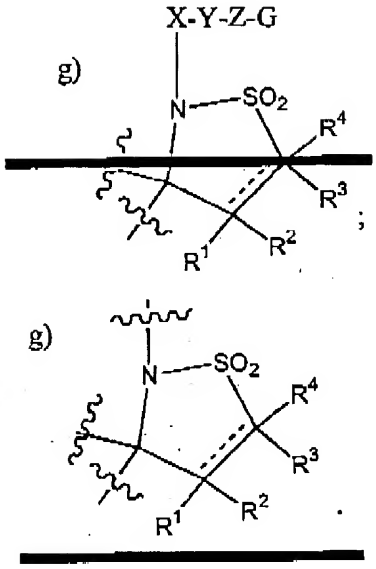
Claim 5 (currently amended): The compound according to claim 1 wherein said "A" is

d) 

d) 

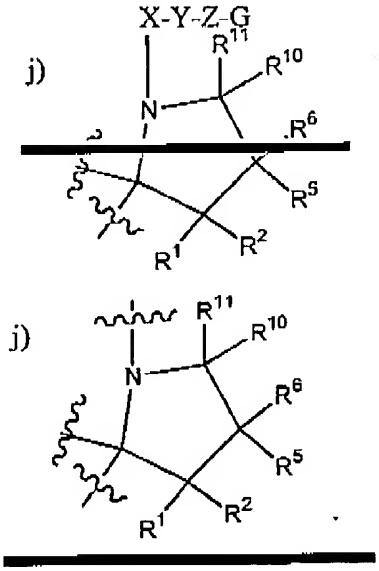
Claims 6-7 (cancelled)

Claim 8 (currently amended): The compound according to claim 1 wherein said "A" is



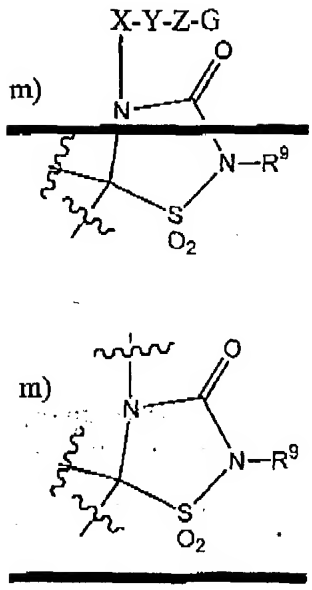
Claims 9-10 (cancelled)

Claim 11 (currently amended): The compound according to claim 1 wherein said "A" is

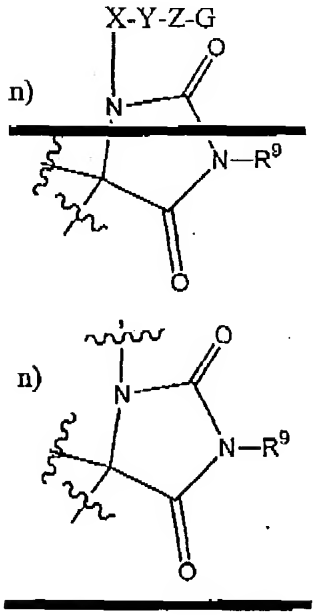


Claims 12-13 (cancelled)

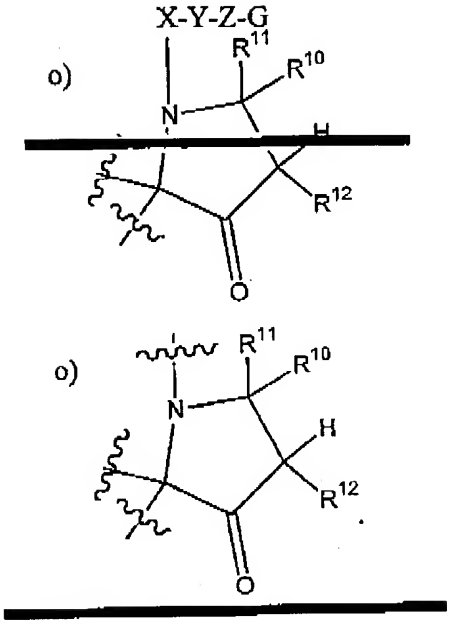
Claim 14 (currently amended): The compound according to claim 1 wherein said "A" is



Claim 15 (currently amended): The compound according to claim 1 wherein said "A" is



Claim 16 (currently amended): The compound according to claim 1 wherein said "A" is



Claim 17 (original): The compound according to claim 1 wherein said X is (C_6-C_{10})aryl.

Claim 18 (original): The compound according to claim 1 wherein said X is phenyl.

Claim 19 (original): The compound according to claim 1 wherein said X is (C_1-C_{10})heteroaryl.

Claim 20 (previously presented): The compound according to claim 19 wherein said (C_1-C_{10})heteroaryl is selected from the group consisting of benzimidazolyl, benzofuranyl, benzofurazanyl, 2H-1-benzopyranyl, benzothiadiazine, benzothiazinyl, benzothiazolyl, benzothiophenyl, benzoxazolyl, chromanyl, cinnolinyl, furazanyl, furopyridinyl, furyl, imidazolyl, indazolyl, indolinyl, indolizinyl, indolyl, 3H-indolyl, isoindolyl, isoquinolinyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, phthalazinyl, pteridinyl, purinyl, pyrazinyl, pyridazinyl, pyridinyl, pyrimidinyl, pyrazolyl, pyrrolyl, quinazolinyl, quinolinyl, quinoxalinyl, tetrazolyl, thiazolyl, thiadiazolyl, thienyl, triazinyl and triazolyl, wherein said (C_1-C_{10})heteroaryl is optionally substituted on any of the ring carbon atoms capable of forming an additional bond by one or two substituents

per ring independently selected from the group consisting of F, Cl, Br, CN, OH, (C_1-C_4)alkyl, (C_1-C_4)perfluoroalkyl, (C_1-C_4)perfluoroalkoxy, (C_1-C_4)alkoxy and (C_3-C_8)cycloalkyloxy.

Claim 21 (original): The compound according to claim 19 wherein said (C_1-C_{10})heteroaryl is selected from the group consisting of imidazolyl, isothiazolyl, isoxazolyl, oxadiazolyl, oxazolyl, pyrazinyl, pyridazinyl, pyridinyl, pyrimidinyl and pyrazolyl.

Claim 22 (previously presented): The compound according to claim 19 wherein said (C_1-C_{10})heteroaryl is selected from the group consisting of pyrazinyl, pyridazinyl, pyridyl and pyrimidinyl.

Claim 23 (original): The compound according to claim 1 wherein said Y is selected from the group consisting of a bond, oxygen, >C=O, -CH_2-, -CH_2O-, -$O(CH_2)_n$-, -CH_2CH_2-, -CH=CH- and –C≡C-; wherein n is 1 or 2.

Claim 24 (original): The compound according to claim 23 wherein said Y is oxygen.

Claim 25 (original): The compound according to claim 1 wherein said Y is selected from the group consisting of sulfur, >SO_2, >S=O, -CH_2S-, -$S(CH_2)_n$-, -CH_2SO-, -CH_2SO_2-, -$SOCH_2$- and -$SO_2(CH_2)_n$-; wherein n is 1 or 2.

Claim 26 (original): The compound according to claim 1 wherein said Y is selected from the group consisting of –$CH_2[N(R^{14})]$-, >NR^{14}, -$NR^{14}(CH_2)_n$-, -$SO_2[N(R^{14})]$- and -$[N(R^{14})]$-SO_2-.

Claim 27 (previously presented): The compound according to claim 1 wherein said Z is selected from the group consisting of (C_6-C_{10})aryl or (C_1-C_{10})heteroaryl; and wherein said Z may be optionally substituted on any of the ring carbon atoms capable of forming an additional bond by one or two substituents per ring independently selected from the

group consisting of F, Cl, Br, CN, OH, (C_1-C_4)alkyl, (C_1-C_4)perfluoroalkyl, (C_1-C_4)perfluoroalkoxy, (C_1-C_4)alkoxy and (C_3-C_8)cycloalkyloxy.

Claim 28 (previously presented): The compound according to claim 1 wherein said Z is (C_6-C_{10})aryl; and wherein said Z is substituted on any of the ring carbon atoms capable of forming an additional bond by one or two substituents per ring independently selected from the group consisting of from F, Cl, CN, (C_1-C_4)alkyl, (C_1-C_4)perfluoroalkyl and (C_1-C_4)alkoxy.

Claim 29 (original): The compound according to claim 1 wherein said G is R^{15}-($CR^{16}R^{17}$)$_p$-; wherein p is 0.

Claim 30 (previously presented): The compound according to claim 29 wherein said R^{15} is selected from the group consisting of halo, -CH and R^{18}; wherein R^{18} is selected from the group consisting of hydrogen, (C_1-C_4)alkyl, (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl, and (C_1-C_{10})heterocyclyl; wherein said (C_6-C_{10})aryl, (C_3-C_8)cycloalkyl, and (C_1-C_4)heterocyclyl moieties may be optionally substituted on any of the ring carbon atoms capable of forming an additional bond by one to three substituents per ring independently selected from the group consisting of F, Cl, Br, CN, OH, (C_1-C_4)alkyl, (C_1-C_4)perfluoroalkyl, (C_1-C_4)perfluoroalkoxy, (C_1-C_4)alkoxy, amino, (C_1-C_4)alkyl-NH-, [(C_1-C_4)alkyl]$_2$-N- and (C_3-C_8)cycloalkyloxy; wherein said (C_3-C_8)cycloalkyl and (C_1-C_{10})heterocyclyl moieties may also optionally be substituted by oxo; wherein said (C_1-C_{10})heterocyclyl moiety may optionally be substituted on any ring nitrogen atom able to support an additional substituent by one or two substituents per ring independently selected from the group consisting of (C_1-C_4)alkyl and (C_1-C_4)alkyl-(C=O)-.

Claim 31 (original): The compound according to claim 29, wherein said R^{15} is selected from the group consisting of hydrogen, -CH, halo and oxadiazolyl.

Claim 32 (original): The compound according to claim 29, wherein said G is oriented at a position meta to the point of attachment of the Z ring to Y.

Claim 33 (original): The compound according to claim 29, wherein said G is oriented at a position para to the point of attachment of the Z ring to Y.

Claim 34 (original): The compound according to claim 1 wherein said G is R^{15}-($CR^{16}R^{17}$) and wherein p is an integer from 1 to 4.

Claim 35 (original): The compound according to claim 34, wherein R^{15} is selected from the group consisting of (C_1-C_{10}) heteroaryl; R^{19}-(C=O)-(NR^{21})-, $R^{19}R^{20}$)N-, ($R^{19}R^{20}$)N-(C=O)-(NR^{21})- and R^{22}-O-(C=O)-(NR^{21}); each R^{16} and R^{17} are independently hydrogen or (C_1-C_4)alkyl; R^{19} is (C_1-C_4)alkyl or (C_3-C_8)cycloalkyl; R^{20} is hydrogen or (C_1-C_{10})heteroaryl selected from the group consisting of 2-oxazolyl, 2-pyrazolyl and 3-pyrazolyl; R^{21} is hydrogen or (C_1-C_4)alkyl; and R^{22} is (C_1-C_4)alkyl or (C_3-C_8)cycloalkyl.

Claim 36 (original): The compound according to claim 34, wherein R^{15} is 2-pyrazolyl; and each of R^{16} and R^{17} are independently hydrogen.

Claim 37 (original): The compound according to claim 34, wherein R^{15} has the formula R^{19}-(C=O)-(NR^{21})-; each of R^{16} and R^{17} are independently hydrogen or (C_1-C_4)alkyl; R^{19} is selected from the group consisting of methyl, ethyl, propyl, butyl and cyclobutyl; and R^{21} is hydrogen.

Claim 38 (original): The compound according to claim 34, wherein R^{15} is selected from the group consisting of ($R^{19}R^{20}$)N-, ($R^{19}R^{20}$)N-(SO_2)-, ($R^{19}R^{20}$)N-(C=O)-; ($R^{19}R^{20}$)N-(C=O)-(NR^{21})- and ($R^{19}R^{20}$)N-(C=O)-O-; wherein R^{19} and R^{20} are taken together with the nitrogen to which they are attached to form a 3 to 8-membered heterocyclic ring.

Claim 39 (previously presented): The compound according to claim 34, wherein R^{15} is selected from the group consisting of R^{19}-(C=O)-NR^{21}-; R^{22}-(SO_2)-NR^{21}-; R^{22}-O-(C=O)=(NR^{21})- and ($R^{19}R^{20}$)N-(C=O)-NR^{21}-; each of R^{16} and R^{17} are independently hydrogen or (C_1-C_4)alkyl; R^{19} and R^{21} are taken together with the nitrogen, the carbon or

the oxygen to which they are attached to form a 3-8 membered heterocyclic ring; and R^{21} and R^{22} are taken together with the nitrogen, the carbon or the oxygen to which they are attached to form a 3-8 membered heterocyclic ring.

Claim 40 (original): The compound according to claim 34, wherein G is oriented at a position meta to the point of attachment of the Z ring to Y.

Claim 41 (original): The compound according to claim 34, wherein G is oriented at a position para to the point of attachment of the Z ring to Y.

Claim 42 (original): The compound according to claim 1, wherein said compound is selected from the group consisting of:

1-[6-(4-Fluoro-phenoxy)-pyridin-3-yl]-1,7,9-triaza-spiro[4.5]decane-2,6,8,10-tetraone; 1-[6-(4-Fluoro-phenoxy)-pyridin-3-yl]-1,8,10-triaza-spiro[5.5]undecane-2,7,9,11-tetraone; 4-[5-(2,6,8,10-Tetraoxo-1,7,9-triaza-spiro[4.5]dec-1-yl)-pyridin-2-yloxy]-benzonitrile; 1-[6-(4-[1,3,4]oxadiazol-2-yl-phenoxy)-pyridin-3-yl]-1,7,9-triaza-spiro[4.5]decane-2,6,8,10-tetraone; 1-[6-(4-Ethyl-phenoxy)-pyridin-3-yl]-1,7,9-triaza-spiro[4.5]decane-2,6,8,10-tetraone; N-{4-[5-(2,6,8,10-Tetraozo-1,7,9-troaza-spiro[4.5]dec-1-yl)-pyridin-2-yloxy]-benzyl}-acetamide; N-{4-[5-(2,6,8,10-Tetraoxo-1,7,9-triaza-spiro[4.5]dec-1-yl)-pyridin-2-yloxy]-benzyl}-propionamide; N-{4-[5-(2,6,8,10-Tetraoxo-1,7,9-triaza-spiro[4.5]dec-1-yl)-pyridin-2-yloxy]-benzyl}-butyramide; Pentanoic acid 4-[5-(2,6,8,10-tetraoxo-1,7,9-triaza-spiro[4.5]dec-1-yl)-pyridin-2-yloxy]-benzylamide; Cyclobutanecarboxylic acid 4-[5-(2,6,8,10-tetraoxo-1,7,9-triaza-spiro[4.5]dec-1-yl)pyridin-2-yloxy]-benzylamide; 1-[6-(4-Bromo-phenoxy)-pyridin-3-yl]-1,7,9-triaza-spiro[4.5]decane-2,6,8,10-tetraone; 1-[6-(4-pyrazol-1-ylmethyl-phenoxy)-pyridin-3-yl]-1,7,9-triaza-spiro[4.5]decane-2,6,8,10-tetraone; and a pharmaceutically acceptable salt thereof.

Claims 43-45 (cancelled)